

RECORDATION NO. 25225-E FILED

NOV 29 '04

4-55 PM

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

November 29, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Indenture Supplement No. 2, dated November 30, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Indenture Agreement filed with the Board under Recordation Number 25225-A.

The names and addresses of the parties to the enclosed document are:

Owner
Trustee: KCCII/Staley Trust 2003A LLT, acting through
U.S. Bank Trust National Association
Goodwin Square
225 Asylum Street 29th Floor
Hartford, Ct 06103

Indenture
Trustee: Wells Fargo Bank, National Association
79 South Main Street 3rd Floor
Salt Lake city, UT 84111

Mr. Vernon A. Williams
November 29, 2004
Page Two

A description of the railroad equipment covered by the enclosed document is:

192 covered hopper railcars within the series STLX 9000 – STLX 9399 more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index follows:

Memorandum of Indenture Supplement No. 2

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF INDENTURE SUPPLEMENT NO. 2
(KCCI/STALEY TRUST 2004A LLT)**

MEMORANDUM OF INDENTURE SUPPLEMENT NO. 2, made and entered into as of November 30, 2004 by and between KCCI/Staley Trust 2004A LLT, acting through U.S. Bank Trust National Association, a national banking association, not in its individual capacity, but solely as owner trustee ("Owner Trustee") and Wells Fargo Bank Northwest, National Association, as indenture trustee ("Indenture Trustee").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (KCCI/Staley Trust 2004A LLT), dated as of September 29, 2004 (the "Trust Indenture"), by which the Owner Trustee has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Trust Indenture.

2. A memorandum of the Trust Indenture was recorded with the Surface Transportation Board on September 28, 2004 pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Indenture Supplement No. 2 (KCCI/Staley Trust 2004A LLT), dated November 30, 2004, relating to the Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

[SIGNATURES TO FOLLOW]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

KCCI/STALEY TRUST 2004A LLT, acting through
U.S. BANK TRUST NATIONAL ASSOCIATION,
not in its individual capacity but solely as Owner
Trustee

By: 
Name: Arthur L. Blakeslee
Title: Vice President

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, as Indenture Trustee

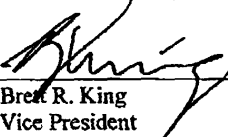
By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

KCCI/STALEY TRUST 2004A LLT, acting through
U.S. BANK TRUST NATIONAL ASSOCIATION,
not in its individual capacity but solely as Owner
Trustee

By: _____
Name:
Title:

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, as Indenture Trustee

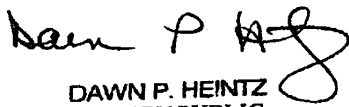
By:  _____
Name: Brett R. King
Title: Vice President

STATE OF Connecticut)
)
COUNTY OF Hartford)

SS

On this 29th day of November, 2004, before me personally appeared, Arthur L. Blakemore to me personally known, being by me duly sworn, says that he is the Vice President of U.S. Bank Trust National Association and that the said instrument attached hereto was signed on behalf of such association under the authority of the board of directors on Nov. 29, 2004 and he acknowledged that the execution of the said instrument was the act and deed of such association.


Notary Public in and for
the State of Connecticut


DAWN P. HEINTZ
NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 31, 2007

STATE OF UTAH)
)
COUNTY OF SALT LAKE) ss

On this 29th day of November, 2004, before me personally appeared, Brett R. King, to me personally known, being by me duly sworn, says that he is a Vice President of Wells Fargo Bank Northwest, National Association and that the said instrument attached hereto was signed on behalf of such association under the authority of the board of directors on November 29, 2004 and he acknowledged that the execution of the said instrument was the act and deed of such association.

Notary Public in and for
the State of _____



SCHEDULE A

Description of Items of Equipment

192 Trinity Rail Group 6,351 cubic foot 110-ton covered hopper cars.

STLX 9000	STLX 9258	STLX 9308	STLX 9358
STLX 9002	STLX 9259	STLX 9309	STLX 9359
STLX 9005	STLX 9260	STLX 9310	STLX 9360
STLX 9018	STLX 9261	STLX 9311	STLX 9361
STLX 9020	STLX 9262	STLX 9312	STLX 9362
STLX 9023	STLX 9263	STLX 9313	STLX 9363
STLX 9024	STLX 9264	STLX 9314	STLX 9364
STLX 9025	STLX 9265	STLX 9315	STLX 9365
STLX 9026	STLX 9266	STLX 9316	STLX 9366
STLX 9027	STLX 9267	STLX 9317	STLX 9367
STLX 9029	STLX 9268	STLX 9318	STLX 9368
STLX 9030	STLX 9269	STLX 9319	STLX 9369
STLX 9031	STLX 9270	STLX 9320	STLX 9370
STLX 9032	STLX 9271	STLX 9321	STLX 9371
STLX 9033	STLX 9272	STLX 9322	STLX 9372
STLX 9034	STLX 9273	STLX 9323	STLX 9373
STLX 9201	STLX 9274	STLX 9324	STLX 9374
STLX 9210	STLX 9275	STLX 9325	STLX 9375
STLX 9211	STLX 9276	STLX 9326	STLX 9376
STLX 9212	STLX 9277	STLX 9327	STLX 9377
STLX 9213	STLX 9278	STLX 9328	STLX 9378
STLX 9214	STLX 9279	STLX 9329	STLX 9379
STLX 9215	STLX 9280	STLX 9330	STLX 9380
STLX 9216	STLX 9281	STLX 9331	STLX 9381
STLX 9217	STLX 9282	STLX 9332	STLX 9382
STLX 9218	STLX 9283	STLX 9333	STLX 9383
STLX 9224	STLX 9284	STLX 9334	STLX 9384
STLX 9225	STLX 9285	STLX 9335	STLX 9385
STLX 9226	STLX 9286	STLX 9336	STLX 9386
STLX 9227	STLX 9287	STLX 9337	STLX 9387
STLX 9228	STLX 9288	STLX 9338	STLX 9388
STLX 9229	STLX 9289	STLX 9339	STLX 9389
STLX 9230	STLX 9290	STLX 9340	STLX 9390
STLX 9231	STLX 9291	STLX 9341	STLX 9391
STLX 9232	STLX 9292	STLX 9342	STLX 9392
STLX 9233	STLX 9293	STLX 9343	STLX 9393
STLX 9234	STLX 9294	STLX 9344	STLX 9394
STLX 9235	STLX 9295	STLX 9345	STLX 9395
STLX 9236	STLX 9296	STLX 9346	STLX 9396
STLX 9237	STLX 9297	STLX 9347	STLX 9397
STLX 9238	STLX 9298	STLX 9348	STLX 9398
STLX 9239	STLX 9299	STLX 9349	STLX 9399

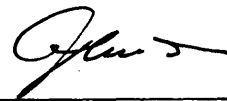
STLX 9240	STLX 9300	STLX	9350
STLX 9241	STLX 9301	STLX	9351
STLX 9242	STLX 9302	STLX	9352
STLX 9243	STLX 9303	STLX	9353
STLX 9244	STLX 9304	STLX	9354
STLX 9245	STLX 9305	STLX	9355
STLX 9246	STLX 9306	STLX	9356
STLX 9247	STLX 9307	STLX	9357

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

11/29/04



Robert W. Alvord